

EXHIBIT A



Entered on Docket
June 29, 2007

A handwritten signature in dark ink, appearing to read "Linda B. Riegle".

Hon. Linda B. Riegle
United States Bankruptcy Judge

LEWIS AND ROCA LLP

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*Attorneys for Official Committee of Unsecured
Creditors for USA Commercial Mortgage Company*

**UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA**

In re:)
)
USA COMMERCIAL MORTGAGE)
COMPANY,)
)
USA CAPITAL REALTY ADVISORS,)
LLC,)
)
USA CAPITAL DIVERSIFIED TRUST)
DEED FUND, LLC,)
)
USA CAPITAL FIRST TRUST DEED)
FUND, LLC,)
)
USA SECURITIES, LLC,)
Debtors.)

Case No. BK-S-06-10725-LBR
Case No. BK-S-06-10726-LBR
Case No. BK-S-06-10727-LBR
Case No. BK-S-06-10728-LBR
Case No. BK-S-06-10729-LBR

CHAPTER 11

Jointly Administered Under Case No. BK-S-06-10725 LBR

Affecting:

☐ All Cases

or Only:

- ☒ USA Commercial Mortgage Company
- ☐ USA Capital Realty Advisors, LLC
- ☐ USA Capital Diversified Trust Deed Fund, LLC
- ☐ USA Capital First Trust Deed Fund, LLC
- ☐ USA Securities, LLC

**ORDER APPROVING LEWIS AND ROCA LLP'S SECOND AND FINAL
APPLICATION FOR ALLOWANCE OF COMPENSATION AND
REIMBURSEMENT OF EXPENSES INCURRED AS ATTORNEYS FOR
OFFICIAL COMMITTEE FOR UNSECURED CREDITORS OF USA
COMMERCIAL MORTGAGE COMPANY**

The Court considered the Second and Final Application of Lewis and Roca LLP for Compensation and Reimbursement of Expenses Incurred as Attorneys for the Official Committee of Unsecured Creditors of USA Commercial Mortgage Company [DE 3614] (the "Second Application"), the Supplements to Lewis and Roca's Application [DE 3761 and 3891] supporting declaration; pleadings, papers and records on file in this matter at a hearing on June 22, 2007.

Lewis and Roca's Second Application requested final approval of \$977,591.50 fees, \$80,326.22 expenses for the period August 1, 2006 thru March 12, 2007; final approval of \$268,801.76 fees and \$40,900.51 expenses for the period May 24, 2006 thru July 31, 2006 previously approved on an interim basis by Order dated October 6, 2006 [DE 1479]; final approval of \$6,001.50 fees and \$682.42 expenses set forth in the Supplement incurred in connection with preparation of the final fee application; which in total requested approval of fees of \$1,211,494.25, less a voluntary 2% reduction of \$24,229.89 as set forth in the Supplement of Lewis and Roca [DE 3891], *i.e.* final approval of \$1,187,264.36 fees and \$121,909.15 expenses (a total of \$1,309,173.51). The application and notice of hearing were properly served on all parties-in-interest; all objections to the Application having been considered and either overruled or otherwise resolved; and good cause appearing:

IT IS HEREBY ORDERED that the Second and Final Application, as Supplemented, is approved.

IT IS FURTHER ORDERED that Lewis and Roca is hereby awarded total compensation in the amount of \$1,309,173.51, consisting of:

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Application	Date of Service	Fees	Expenses	Total
First	5/24/06-7/31/06	\$227,901.25	\$40,900.51	\$268,801.76
Second	8/1/06-3/12/07	977,591.50	80,326.22	1,057,917.72
Supplement	3/13/07-4/30/07	6,001.50	682.42	6,683.92
Subtotal		\$1,211,494.25	\$121,909.15	\$1,333,403.40
2% Reduction		-\$24,229.89	0	0
TOTAL		\$1,187,264.36	\$121,909.15	\$1,309,173.51

IT IS FURTHER ORDERED that the Application, and this award, are final in nature.

IT IS FURTHER ORDERED that the unpaid balance of the above compensation shall be paid by USA Commercial Mortgage Company, from funds retained by the Debtors to pay such administrative expense claims under the confirmed Debtors' Third Amended Joint Chapter 11 Plan of Reorganization.

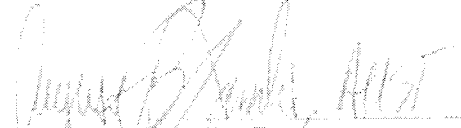
PREPARED AND SUBMITTED:

LEWIS AND ROCA LLP

By: /s/ RC (#0006593)
Susan M. Freeman
Rob Charles
*Attorneys for the Official Committee of Unsecured
Creditors for USA Commercial Mortgage Company*

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2 APPROVED/DISAPPROVED:

3 OFFICE OF THE U.S. TRUSTEE

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9 Counsel for the U.S. Trustee
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RULE 9021 DECLARATION

In accordance with Local Rule 9021, the undersigned certifies:

☐ The Court waived the requirements of LR 9021, except as to the Office of the United States Trustee..

☒ I have delivered a copy of proposed order to the Office of the United States Trustee, which has:

☒ approved the form of this order; or

☐ waived the right to review this order; and/or

☐ failed to file and serve papers in accordance with LR 9021(c).

☐ No opposition was filed to the motion and no other party or counsel appeared at the hearing.

DATED June 27, 2007.

LEWIS AND ROCA LLP

By: /s/ RC (#0006593)

Susan M. Freeman

Rob Charles

*Attorneys for the Official Committee of
Unsecured Creditors for USA Commercial
Mortgage Company*